

Amendment
to the Declaration by the Management Board and Supervisory Board
of Fresenius SE
on the recommendations of the
“Government Commission on the German Corporate Governance Code”
as amended on 18 June 2009, pursuant to Section 161 of the
German Stock Corporation Act (AktG)

The declaration by the Management Board and Supervisory Board of Fresenius SE as of March 2010 on the recommendations of the “Government Commission on the German Corporate Governance Code” as amended on 18 June 2009 in accordance with Art 161 German Stock Corporation Act (AktG) shall be updated as follows:

- Pursuant to clause 5.3.3 of the Code, the Supervisory Board shall constitute a Nomination Committee which shall consist solely of shareholders’ representatives and propose suitable candidates to the Supervisory Board for the nominations it makes to the Annual General Meeting. This recommendation has generally been complied with in the past and it is intended to follow it in the future. However, the Nomination Committee which has been constituted by the Supervisory Board has abstained from submitting proposals for nominations for the election of Supervisory Board members of the company in the new legal form which is scheduled for the Annual General Meeting 2010 in connection with the proposed conversion of Fresenius SE into a partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA).

The sole shareholder of the general partner which shall accede to the company in the course of the conversion will be Else Kröner-Fresenius-Stiftung. For this reason, Else Kröner-Fresenius-Stiftung does by law not have a voting right in the election of the Supervisory Board of the partnership limited by shares (KGaA). The Nomination Committee which consists of three members includes Dr. Dieter Schenk and Dr. Karl Schneider. Both are also members of the administrative board of Else Kröner-Fresenius-Stiftung and executors of the will over the estate of Ms Else Kröner. Due to this closeness of Dr. Schenk and Dr. Schneider to Else Kröner-Fresenius-Stiftung, the Nomination Committee has abstained from submitting proposals for nominations as a matter of precaution. This shall meet any concerns with regard to the notion connected with the non-existence of the voting right that Else Kröner-Fresenius-Stiftung shall not have any influence on

the constitution of the Supervisory Board of the future partnership limited by shares (KGaA). The proposals to the Annual General Meeting for the composition of the Supervisory Board of the company in the new legal form consequently stem directly from the Supervisory Board without the previous involvement of the Nomination Committee.

Bad Homburg, 1 April 2010

Supervisory Board

Management Board